

John A. Bicks (NY 2032498)
SONNENSCHN NATH & ROSENTHAL LLP
1221 Avenue of the Americas
New York, NY 10020-1089
Telephone: (212) 768-6700

Michael A. Condyles (VA 27807)
Peter J. Barrett (VA 46179)
Jeremy S. Williams (VA 77469)
KUTAK ROCK LLP
Bank of America Center
1111 East Main Street, Suite 800
Richmond, Virginia 23219-3500
Telephone: (804) 644-1700

Attorneys for Debtors and Debtors in Possession

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE EASTERN DISTRICT OF VIRGINIA
RICHMOND DIVISION**

In re:)	Chapter 11
)	
MOVIE GALLERY, INC., <u>et al.</u> , ¹)	Case No. 10-30696-DOT
)	
Debtors.)	
)	

**ORDER GRANTING THE MOTION FOR EXPEDITED HEARING AND TO AMEND
NOTICE REQUIREMENTS ON MOTION OF THE DEBTORS FOR ENTRY OF ORDER:
(I) APPROVING AGREEMENT WITH GREAT AMERICAN WF, LLC; (II)
AUTHORIZING THE SALE OF THE DEBTORS' ASSETS FREE AND CLEAR OF ALL
LIENS, CLAIMS ENCUMBRANCES AND INTERESTS; (III) APPROVING A BREAK-UP
FEE; (IV) APPROVING THE FORM AND MANNER OF THE NOTICE OF SUCH SALE;
AND (V) GRANTING RELATED RELIEF**

THIS MATTER comes before the Court upon the *Motion for Expedited Hearing and to Amend Notice Requirements on Motion of the Debtors for Entry of Order: (I) Approving Agreement with Great American WF, LLC; (II) Authorizing the Sale of the Debtors' Assets Free and Clear of All Liens, Claims Encumbrances and Interests; (III) Approving a Break-Up Fee; (IV) Approving the Form and Manner of the Notice of Such Sale; and (V) Granting Related Relief* (the "Motion") filed by the above-captioned debtors (collectively, the "Debtors"), and it appearing that good cause exists as set forth in the Motion, it is **ORDERED, ADJUDGED AND DECREED** that:

¹ The Debtors in the cases are Movie Gallery, Inc., Hollywood Entertainment Corporation, Movie Gallery US, LLC, MG Real Estate, LLC, and HEC Real Estate, LLC.
4818-5057-1526.1

A. The Motion is hereby granted;

B. The hearing on the Debtors' *Motion for Expedited Hearing and to Amend Notice Requirements on Motion of the Debtors for Entry of Order: (I) Approving Agreement with Great American WF, LLC; (II) Authorizing the Sale of the Debtors' Assets Free and Clear of All Liens, Claims Encumbrances and Interests; (III) Approving a Break-Up Fee; (IV) Approving the Form and Manner of the Notice of Such Sale; and (V) Granting Related Relief* (the "Sale Motion") shall be heard on an expedited basis on May 19, 2010 at 10:00 a.m.;

C. Objections to the Sale Motion shall be filed on or before 12:00 p.m. on May 18, 2010; and

D. The notice requirements under Rule 2002 of the Federal Rules of Bankruptcy Procedure are hereby modified such that the Debtors are not required to give notice of the Sale Motion to any current or former employees.

Date: May __, 2010
Richmond, Virginia

United States Bankruptcy Judge

We ask for this:

/s/ Michael A. Condyles

KUTAK ROCK LLP

Michael A. Condyles (VA 27807)
Peter J. Barrett (VA 46179)
Jeremy S. Williams (VA 77469)
Bank of America Center
1111 East Main Street, Suite 800
Richmond, Virginia 23219-3500
Telephone: (804) 644-1700
Fax: (804) 783-6192

and

SONNENSCHN NATH & ROSENTHAL LLP_

John A. Bicks (NY 2032498)
1221 Avenue of the Americas
New York, NY 10020-1089
Telephone: (212) 768-6700
Fax: (212) 768-6800

Attorneys for Debtors and Debtors in Possession

LOCAL RULE 9022-1(C)(2) CERTIFICATION

The undersigned hereby certifies that the foregoing proposed Order has been served upon all necessary parties, which necessary parties consist of the creditors and parties in interest constituting the Core Group, the 2002 List and the Affected Entities, as such terms are defined in that certain Order Establishing Certain Notice, Case Management and Administrative procedures [Docket No. 118] entered by the Court on February 8, 2010. On May 13, 2010, service of the proposed Order was effected on the aforementioned parties by electronic mail, overnight mail and/or first class mail, postage prepaid (only if electronic mail or overnight mail was unavailable).

/s/ Michael A. Condyles